ARTICLES OF INCORPORATION FOR

Capital Resource Conservation and Development Area Council, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Pennsylvania Non-Profit Corporation Law of 1988, 15 Pa.C.S.A. §§5301, et. seq., hereby provides these Articles of Incorporation, and certifies:

ARTICLE 1

Identification

Section 1.01. Name. The name of the Corporation is “Capital Resource Conservation and Development Area Council, Incorporated.”

ARTICLE 2

Purpose and Powers

Section 2.01. Purpose. The purpose for which the Corporation is formed is the transaction of any or all lawful business for which non-profit corporations may be incorporated under the laws of Pennsylvania. Specifically, this corporation is being formed for the purposes of regional natural resources and environmental management and education, and enhancing the quality of life through these efforts. Said corporation is organized exclusively for educational and charitable purposes. The charitable purposes of the organization includes the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE 3

Registered Office and Registered Agent

Section 3.01. Office and Agent. The name of the registered agent and the street address of the registered office of the Corporation are as follows:

John M. Hartzell, Esquire
Adams County Solicitor
111-117 Baltimore Street
Gettysburg, PA 17325
ARTICLE 4

Directors

Section 4.01. Number and Qualification. The number of Directors of the Corporation shall be specified, from time to time, by the Bylaws of the organization, and the number may be increased or decreased from time to time by amendment of the Bylaws. The initial Board of Directors shall consist of the following: the Chairperson, the Vice-Chairperson, the Treasurer and the Secretary.

ARTICLE 5

Incorporator

Section 5.01. Name and Address. The name and address of the Incorporator of the Corporation is as follows:

John M. Hartzell, Esquire
Adams County Solicitor
Adams County Courthouse
111-117 Baltimore Street
Gettysburg, PA 17325

ARTICLE 6

Bylaws and Indemnification

Section 6.01. Bylaws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, subject to the restriction that a two-thirds (2/3) majority vote or greater of the Directors is required to take these actions.

Section 6.02. Indemnification. The Corporation shall indemnify a director or directors, officer or officers of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director(s) or officer(s) was a party because the director(s) or officer(s) is or was a director(s) or officer(s) of the Corporation. Such indemnification shall be against all reasonable expenses incurred by the director(s) or officer(s) in connection with the proceeding.
ARTICLE 7

Limitations on Activities

Section 7.01. Limitations. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not undertake any other activities not permitted to be carried out by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 8

Dissolution

Section 8.01. Dissolution. In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of the Corporation. Any remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9

Non-Stock

Article 9.01. Non-Stock Basis. This corporation shall be organized upon a nonstock basis.

ARTICLE 10

Existence

Article 10.01. This corporation is to have perpetual existence.
EXECUTED this 26th day of February, 2002

Incorporator

Address    John M. Hartzell, Esquire
            Adams County Solicitor
            Adams County Courthouse
            111-117 Baltimore Street
            Gettysburg, PA 17325
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
401 NORTH STREET, ROOM 206
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

CAPITAL RESOURCE CONSERVATION AND DEVELOPMENT AREA COUNCIL,
INCORPORATED

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE
CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS
IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT
OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN
INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING
BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE “SEARCHABLE DATABASE” LOCATED
ON OUR WEB SITE.

ENTITY NUMBER: 3038246

Capital Resource Conservation and Development Area Council, Inc.
401 E Louchter St
Suite 307
Carlisle, PA 17013
Statement of Change of Registered Office (15 Pa.C.S.)

☐ Domestic Business Corporation (§ 1507)
☐ Foreign Business Corporation (§ 4146)
☐ Domestic Nonprofit Corporation (§ 5507)
☐ Foreign Nonprofit Corporation (§ 6144)
☐ Domestic Limited Partnership (§ 8306)

Name:
Capital Resource Conservation and Development Area Council, Inc.

Address:
401 EastLouther Street, Suite 307

City:
Carlisle
State:
PA
Zip Code:
17013

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
   Capital Resource Conservation and Development Area Council, Inc.

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

   (a) Number and street:
   107-109 Church Hall PSH, 777 W Harrisburg Pike
   City:
   Middletown
   State:
   PA
   Zip:
   17057
   County:
   Dauphin

   (b) Name of Commercial Registered Office Provider:
   c/o:
   County:

3. Complete part (a) or (b):

   (a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:
   401 East Louther Street, Suite 307
   Carlisle
   PA
   17013
   Cumberland

   Number and street:
   City:
   State:
   Zip:
   County:

   (b) The registered office of the corporation or limited partnership shall be provided by:

   c/o:
   Name of Commercial Registered Office Provider
   c/o:
   County:

PA DEPT. OF STATE
AUG 9 2010
4. Strike out if a limited partnership:

Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned has caused this Statement of Change of Registered Office to be signed by a duly authorized officer thereof.

27 day of July, 2010

Capital Resource Conservation and Development

Name of Corporation/Limited Partnership

Derald M. Bastardi

Signature

Treasurer

Title